

CLAY COUNTY
RURAL TELEPHONE
COOPERATIVE, INC.

AMENDED AND RESTATED
BYLAWS

APRIL 7, 2018

TABLE OF CONTENTS

	<u>Page</u>
GENERAL	1
MEMBERSHIP	1
BOARD OF DIRECTORS.....	6
BOARD OFFICERS	11
OPERATIONS OFFICERS.....	13
COMMITTEES	14
INDEMNIFICATION.....	14
NONPROFIT ORGANIZATION	16
DISTRIBUTION OF ASSETS	18
DISPOSITION OF PROPERTY.....	18
SEAL.....	17
CONTRACTS, CHECKS, LOANS, DEPOSITS, AND GIFTS	17
UNCLAIMED FUNDS OF MEMBER	18
MISCELLANEOUS	18
AMENDMENTS.....	20
STATEMENT OF NONDISCRIMINATION	21

AMENDED AND RESTATED BYLAWS
OF
CLAY COUNTY RURAL TELEPHONE COOPERATIVE, INC.

ARTICLE 1
GENERAL

Section 1.1. Name. The name of the corporation is Clay County Rural Telephone Cooperative, Inc. (the "Corporation").

Section 1.2. Address and Registered Agent. The post office address of the Corporation's registered office is P.O. Box 237, 2 South West Street, Cloverdale, Indiana 46120. The registered agent in charge of the registered office is the President/Chief Executive Officer.

Section 1.3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September next succeeding.

ARTICLE 2
MEMBERSHIP

Section 2.1. Eligibility.

Any person, firm, sole proprietorship, partnership, association, corporation, limited liability company, limited liability partnership or body politic or subdivision thereof within the existing boundaries of the Corporation's service territory, unless such entity purchases the Corporation's services at wholesale or otherwise for resale, will become a member of the Corporation upon receipt of any one Eligible Service from the Corporation and after making written application for service and paying any membership fee that may be required by the Bylaws of the Corporation. An Eligible Service shall include (1) telephone service; or (2) broadband internet service.

Each member shall:

- a. Make a written application for membership;
- b. Agree to purchase an Eligible Service from the Corporation in accordance with Article 2.5;
- c. Agree to comply with and be bound by the provisions of the Amended and Restated Articles of Incorporation (the "Articles of Incorporation") and the Amended and Restated Bylaws (the "Bylaws") of the Corporation, and any rules and regulations adopted by the Board of Directors; and
- d. Pay the membership fee, if any that may be required. No member or related entity may hold more than one membership in the Corporation.

Section 2.2. Definitions and Classifications.

- a. The Corporation recognizes two classes of members or memberships: (i) individual members or memberships; and (ii) joint members or memberships. No member may hold more than one membership in the Corporation. No membership in the Corporation shall be transferable, except on the books of the Corporation and as provided in these Bylaws.

b. Memberships in the Corporation are extended only to individual persons (natural or corporate) who meet the requirements of Section 2.1 of this Article. Joint memberships may be issued by the Corporation to husbands and wives who reside in the same household and who otherwise meet the eligibility criteria of Section 2.1 of this Article upon request in writing from both husband and wife. Thus, the term “member” and “membership” as used in these Bylaws shall refer to an individual and individual membership, but can be deemed to include a joint member of joint membership held by a husband and wife. Any provisions relating to the rights and liabilities of an individual membership shall apply equally with respect to the holders of joint membership. A joint membership held by a husband and wife shall be considered a single membership in the Corporation and does not afford joint members any additional rights or obligations except as expressly stated in Section 2.2(c) below.

c. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect of the holders of joint membership shall be as follows:

1. The presence at a meeting of either or both shall be regarded as the presence of one member and shall constitute a joint waiver of notice of the meeting;
2. The vote of either separately or both jointly shall constitute one joint vote;
3. A waiver of notice signed by either or both shall constitute a joint waiver;
4. Notice to either shall constitute notice to both;
5. Expulsion of either shall terminate the joint membership;
6. Withdrawal of either shall terminate the joint membership;
7. Either, but not both, may be elected or appointed as an officer of Board member if individually qualified;
8. Upon the death of either spouse who is a party to the joint membership, such membership shall be converted to an individual membership. However, the estate of the deceased shall not be released from any debts due the Corporation;
9. Either, but not both, shall pay a membership fee;
10. Either shall have access to their account and billing information concerning services provided by the Corporation;
11. Both shall share a single capital account with the Corporation; and
12. In the event of a divorce of joint members, it is the responsibility of the joint members to notify the Corporation in writing of any changes to the manner by which capital credits are to be distributed in the future. Unless notified in writing, the Corporation is entitled to distribute capital credits as indicated in its records without liability to either joint member.

Section 2.3. Membership Certificates. Membership in the Corporation may be evidenced by a membership certificate, which shall be in the form and shall contain such provisions as shall be determined by the Board of Directors. Membership Certificates shall designate the classification of membership as individual or joint. No membership certificate shall be issued until the membership fee, as determined by the Board of Directors of the Corporation, has been paid in full. In case a certificate is lost, destroyed, or mutilated, a new certificate may be issued upon such uniform terms and indemnity to the Corporation as the Board of Directors may prescribe.

Section 2.4. Membership Fees. The membership fee if any shall be determined by the Board of Directors.

Section 2.5. Purchase of Services. Each person or corporation shall take service from the Corporation and shall pay monthly in accordance with the rates, fees and charges established by the Corporation from time-to-time. It is expressly understood that amounts paid for service in excess of costs are furnished by members as capital and each member shall be credited with the capital so furnished as provided by these Bylaws. Each member shall also pay all amounts owed to the Corporation as and when the same shall become due and payable.

Section 2.6. Termination of Membership.

Any member may withdraw from membership upon compliance with such uniform terms and conditions as the Board of Directors may prescribe. A member shall be expelled from membership for cause when that member's service has been disconnected for reason of failure to pay any amounts due to the Corporation or violation of the Corporation's rules regarding extension of service. Such expulsion shall be effective thirty (30) days following disconnection of service. The membership of a member, who for a period of thirty (30) days after service is available to him has not permitted the installation of service or of a member who has ceased to purchase service from the Corporation, shall be cancelled automatically.

a. Upon the withdrawal, death, cessation of existence, or expulsion of a member, the membership of such member shall immediately terminate. Termination of membership in any manner shall not release a member or the member's estate from any debts due the Corporation.

b. In case of withdrawal or termination of membership in any manner, the Corporation shall repay to the member, in a manner and period determined by the Board of Directors, the amount of the membership fee paid and/or capital credits, provided, however, the Corporation may deduct from the amount of the member's capital credits the amount of any debts or obligations owed by the member to the Corporation.

Section 2.7. Rights and Liabilities of Members.

a. Service Obligations.

1. The Corporation will use reasonable diligence to furnish adequate and dependable services, but it cannot and does not guarantee uninterrupted services nor will it always be able to provide every service desired by each individual member.
2. The members pledge to purchase all services from the Corporation to the extent that its services are able to meet the members' needs and are competitively priced.

b. Cooperation of the Members in the Extension of Services.

The cooperation of the members of the Corporation is imperative to the successful, efficient and economical operation of the Corporation. Members who are receiving or who are requesting service shall be deemed to have consented to the reasonable use of their real property to construct, operate, maintain, replace or enlarge telephone and/or service lines, overhead or underground, including all conduit, cables, wires, surface testing terminals, markers and other appurtenances under, through, across, and upon any real property or interest therein owned or leased or controlled by said member for the furnishing of telephone or communication service to said member, or any other member, at no cost to the Corporation. When requested by the

Corporation, the member agrees to execute any reasonable easement or right-of-way contract on a form to be furnished by the Corporation.

c. Property Interest of Members. Subject to the Articles of Incorporation, upon dissolution and after:

1. All debts and liabilities of the Corporation have been paid, as provided in these Bylaws;
2. All capital furnished through patronage has been retired as provided in these Bylaws; and
3. All membership fees have been repaid, the remaining property and assets of the Corporation shall be distributed among the members and former members, in the proportion which the aggregate patronage of each member or former member bears to the total patronage of all members during the five (5) years immediately preceding the date of the filing of the certificate dissolution.

d. Nonliability for Debts of the Corporation. The private property of the members shall be exempt from execution or other liability for the debts of the Corporation. No member shall be liable or responsible for any debts or liabilities of the Corporation.

Section 2.8. Annual Meeting. There shall be an annual meeting of the members of the Corporation. The annual meeting of the members generally shall be held during the months of April or May each year at such place within a county served by the Corporation as the Board of Directors shall specify and which shall be designated in the notice of the meeting. At the annual meeting, the Chairman, President/Chief Executive Officer, and the Treasurer of the Corporation, or their designees, shall report on the activities and financial condition of the Corporation. In addition, the members shall consider and act upon such other matters as may be raised consistent with the notice requirements of Section 2.10. It shall be the responsibility of the Board of Directors to make adequate plans and preparation for the annual meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Corporation, nor affect the validity of any corporate action.

Section 2.9. Special Meetings. Special meetings of the members of the Corporation may be called at any time by the Secretary of the Corporation upon resolution of the Board of Directors, upon demand of the Chairman of the Corporation, by written request signed by any three (3) members of the Board of Directors, or by written petition describing the purpose of the special meeting that is dated and signed by at least five percent (5%) of all the members. A special meeting shall be held within not less than ten (10) nor more than forty-five (45) days from notice at a place within one of the counties served by the Corporation as designated by the Board of Directors and shall be specified in the notice of the special meeting. Notice of such special meeting and the purposes of such special meeting shall be given in accordance with the requirements of Section 2.10. No business other than that specified in the notice shall be transacted at any special meeting.

Section 2.10. Notice of Meetings. Written notice stating the place, day, and hour of a meeting of the members and, in case of a special meeting or an annual meeting at which business requiring notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than forty-five (45) days before the date of the meeting, either personally or by mail, by or at the direction of the Chairman or the Secretary, or upon a default in duty by the Secretary, by the officers or persons who called the meeting, to each member of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, in a sealed envelope addressed to the member at his, her, or its address as it appears on the current records of the Corporation, with postage thereon prepaid.

The unintended failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action, which may be taken by the members at any such meeting.

Section 2.11. Waiver of Notice. Notice may be waived in a writing, signed by the member entitled to notice, and filed with the minutes or the corporate records. Attendance at or participation in any meeting:

- a. Waives objection to lack of notice unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- b. Waives objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when the matter is presented.

Section 2.12. Quorum. Business may not be transacted at a meeting, except where a different quorum is required under another provision in these Bylaws or by the Rural Telephone Cooperative Act (the "Act"), unless a quorum of at least fifty (50) members are present in person at a meeting of the members. Any meeting of the voting members, including annual and special meetings or any adjournments thereof, may be adjourned to a later date when less than a quorum is present. Unless at least one-third (1/3) of the membership is present, in person, the only matters that may be voted upon at an annual or special meeting of the members are those matters that are described in the meeting notice. At all meetings of the members, whether a quorum be present or not, the Secretary shall affix to the meeting minutes, or incorporate therein by reference, a list of those members who were registered as a present person.

Section 2.13. Vote of Members. Each member shall be entitled to only one (1) vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of a majority of the members voting thereon in person, voting by proxy not being authorized, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws.

Section 2.14. Means of Communication. The Corporation and the Board of Directors may:

- a. Permit a member to participate in an annual or special meeting, or
- b. Conduct an annual or special meeting through the use of any means of communication by which all members participating shall simultaneously hear one another during the meeting. A member participating in the meeting by such means shall be considered present in person at the meeting.

Section 2.15. Dues and Membership Requirements. Dues for membership and other requirements for membership shall be prescribed from time to time by the Board of Directors.

Section 2.16. Order of Business. Except as otherwise determined by the members at such meeting, the order of business at the annual meeting of the members shall be essentially as follows:

- a. Report on the number of members present in order to determine the existence of a quorum;
- b. Reading of either the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be;

- c. Reading of unapproved minutes of the previous meeting of the members and the taking of necessary action regarding the same;
- d. Presentation and consideration of reports of officers, directors, and committees;
- e. Report of election of board members;
- f. Unfinished business;
- g. New business. For a member to be eligible to present new business at the annual meeting of members, the issue to be presented must be submitted to the Board of Directors in writing at least five (5) calendar days prior to the annual meeting; and
- h. Adjournment.

ARTICLE 3 BOARD OF DIRECTORS

Section 3.1. Directors. The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors (“Board of Directors”), subject to the provisions of the Articles of Incorporation, these Bylaws, the Act, and any other applicable law. The Board of Directors shall have the number of members, no less than three (3) and no greater than nine (9), as designated by resolution of the Board of Directors from time to time. Whenever the directors have not, by resolution, specified the exact number of directors, the number shall be nine (9).

Section 3.2. Qualifications To Be Nominated, To Become, Or To Remain A Director.

- a. Any member shall be eligible to be nominated, elected, and remain a Director of the Corporation provided that he/she:
 1. Resides in the exchange from which he or she is elected, and has resided there for more than ninety (90) days during the last twelve (12) month period. A person acting as representative of a member not a natural person must be a resident in the exchange to be represented.
 2. Is not an employee of the Corporation, or has not been employed by the Corporation in the two (2) years prior to the election, or in any material way financially interested in a competing enterprise or a business engaged in selling communication services or communication supplies or maintaining communication facilities. The Board of Directors may, by general rule or in particular circumstances determine which interests in competing enterprise are material.
 3. Is not closely related to an incumbent Director or an employee of the Corporation. As used here, “closely related” means a person who is related to the principal person by consanguinity or affinity, to the second degree or less - - that is, a person who is either a spouse, child, grandparent, parent, brother, sister, aunt, uncle, nephew, or niece, by blood or in law, of the principal. However, no incumbent Director shall lose eligibility to remain a director or to be reelected as a Director if he or she becomes a close relative of another incumbent Director or of a Corporation employee because of a marriage to which he was not a party; neither shall an employee lose eligibility to continue in the employment of the Corporation if he or she becomes a

close relative of a Director because of a marriage to which he or she was not a party.

4. Notwithstanding the foregoing, the Board of Directors shall adopt a written policy which will govern the application in practice of this Bylaw section to assure no employee will suffer unjust or unreasonable discrimination because of marital status.
5. A member who is in good standing, a member who has a history of patronizing the Corporation and paying the Corporation timely for telecommunications services, and a member who is bondable.
6. Has never been convicted of a felony regardless of whether the conviction has been expunged. A prospective director shall be required to undergo a criminal background check.
7. Is at least 18 years of age.

b. To remain a Director, the incumbent must not be absent from three (3) or more of the regular, special, or annual meetings during each twelve-month period, beginning with the month of his/her election. Upon establishment of the fact that a Director or nominee is in violation of any of the provisions of this Section, the Board of Directors shall determine what, if any, action should be taken in light of the circumstances, up to and including declaring the office vacant.

c. Nothing in this Section shall affect, in any manner whatsoever, the validity of any action taken at any meetings of the Board of Directors.

Section 3.3. Terms. A board member shall serve for a period of three (3) years or until a successor is elected and qualified, unless such term shall end sooner by death, resignation, change of residence from the district, or vacancy.

Section 3.4. Voting District. The territory served or to be served by the Corporation shall be divided into nine (9) districts. Each district shall be represented by one (1) director, regardless of the number of members in such district. A district is defined as a telephone exchange area. The nine (9) districts shall be as follows:

- District No. 1 Ex. prefix 986 - Poland
- District No. 2 Ex. prefix 672 - Reelsville
- District No. 3 Ex. prefix 526 - Mt. Meridian
- District No. 4 Ex. prefix 528 - Eminence
- District No. 5 Ex. prefix 795 - Cloverdale
- District No. 6 Ex. prefix 859 - Patricksburg
- District No. 7 Ex. prefix 386 - Coatesville
- District No. 8 Ex. prefix 996 - Monrovia
- District No. 9 Ex. prefix 292 - Atlanta

Section 3.5. Nomination and Election of Directors.

a. Nominations. Any fifteen (15) or more members of a district, acting together, may make nominations for a director to represent such district by filing a petition with the Secretary no later than March 1, and the Secretary shall post such nominations at the registered office. The Secretary shall be responsible for mailing to the members within a district the notice of the names and addresses of the candidates, the number of candidates to be elected, the location and date of the election, and other appropriate information. Such notice shall be mailed at least ten (10) days before such election. If after March 1, there is only one (1)

person nominated for election to the Board of Directors from a District, the board at its option, may declare said person elected, to avoid additional expenses.

b. Election of Directors. Election of directors shall be held at one location within each district from which a director is to be elected, and at a time and place designated by the Board of Directors, except that such elections shall be held no less than ten (10) days, except in the case of a run-off, nor more than thirty (30) days prior to the next annual meeting of the members. The election shall be held under the supervision of the Board of Directors, and the Board of Directors shall be responsible for providing the necessary materials and personnel for the conduct of such elections. The Board of Directors shall establish any additional necessary rules for the conduct of such elections. The ballots shall be printed or mimeographed, and the elections shall be conducted in such a way that the balloting is secret. Each member is entitled to cast one (1) vote within the district he or she resides. The candidate receiving the highest number of votes shall be declared elected. Each candidate so elected shall serve a three (3) year term of office, such term beginning at the adjournment of the next annual meeting of the members.

c. Election Tie. In the event that the candidates have an election tie, a run-off election shall be held. Notification of the run-off election shall be given to the members of that district stating the election location within the district and time.

d. Time of Election of Director for Each District. The election for the director of each district shall be as follows:

1. Directors beginning a three (3) year term of office starting at adjournment of the April, 1988, annual meeting of the members shall have been elected immediately prior thereto by the provisions mentioned heretofore from districts numbered 4 and 7 (total of two (2) to be elected).
2. Directors beginning a three (3) year term of office starting at adjournment of the April, 1989, annual meeting of the members shall have been elected immediately prior thereto by the provisions mentioned heretofore from districts numbered 2, 3, 8 and 9 (total of four (4) to be elected); thereafter, district 9 shall be elected the same year as districts 4 and 7.
3. Directors beginning a three (3) year term of office starting at adjournment of the April, 1990, annual meeting of the members shall have been elected immediately prior thereto by the provisions mentioned heretofore from districts number 1, 5, and 6 (total of three (3) to be elected).
4. Thereafter, elections shall be held within each district as required as the three (3) year terms of office of the directors expire.

Section 3.6. Compensation. Members of the Board of Directors shall not receive any salary for their services, except that the Board of Directors may, by resolution, authorize compensation for Corporation business, including insurance benefits, which has been authorized by the Board of Directors. If authorized by the Board of Directors, board members may also be reimbursed for expenses actually and necessarily incurred in carrying out Corporation business or be granted a reasonable per diem allowance by the board in lieu of detailed accounting.

Section 3.7. Quorum and Voting. Except where a different quorum is required under another provision of these Bylaws or law, a majority of the directors who are in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. Each such director shall be entitled to one (1) vote on each question that comes before a meeting of the directors. The act of a majority of the voting

directors present at the meeting at which a quorum is present shall be the act of the Board of Directors.

If less than a majority of the directors is present, a majority of the Board of Directors present may adjourn the meeting from time to time; provided, further, that the Secretary shall notify any absent directors of the time and place of such adjourned meeting.

Section 3.8. Annual Meeting. There shall be a meeting of the Board of Directors, hereinafter referred to as the annual meeting, for the purpose of electing officers of the Corporation and addressing such other matters as may be raised. The annual meeting of the Board of Directors shall be held within thirty (30) days of the annual meeting of the members.

Section 3.9. Regular Meetings. A minimum of at least ten (10) additional regular meetings shall be held each year at such time and place as designated by the Board of Directors. Such regular meetings may be held without notice other than a resolution of the Board of Directors fixing the time and place thereof. All meetings of the Board of Directors shall be governed by Robert's Rules of Order. In the case of an Executive Session, minutes shall be taken and such minutes shall be kept with the Board's attorney.

Section 3.10. Special Meetings. The Board of Directors may hold special meetings for any lawful purpose upon proper notice, as described in Section 3.11, upon call by the Secretary, upon demand by the Chairman of the Corporation or upon demand by three (3) members of the Board of Directors. A special meeting shall be held at such date, time, and place as is specified in the call of the meeting.

Section 3.11. Notice of Meetings. Written notice of the date, time, and place of each meeting of the Board of Directors shall be communicated, delivered, or mailed by the Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective at least two (2) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited, postage prepaid, in the United States mail addressed to the director at his or her address as it appears on the Corporation's current records. Written notice shall be effective at the earliest of the following:

- a. when received;
- b. five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation;
- c. on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
- d. thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation; or
- e. seventy-two (72) hours after the sender receives back a report that an e-mail message was transmitted successfully to the directors' e-mail address as it appears in the Corporation's current records.

Section 3.12. Waiver of Notice. Notice may be waived in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Corporation's Board of Directors shall constitute a waiver of notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon

the director's arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

Section 3.13. Means of Communication. The Corporation and the Board of Directors may:

- a. permit a director to participate in a regular, annual or special meeting.
- b. permit a director to participate in a regular meeting, other than by in-person attendance, through alternative means of communication, including telephonically or by other electronic mechanism, by which all directors participating may simultaneously hear each other during the meeting, up to three (3) times per twelve (12) month period consistent with the requirements of Section 3.2 b.
- c. conduct an annual or special meeting, other than by in-person attendance, through the use of any means of communication, including telephonically or by other electronic mechanism, by which all directors participating may simultaneously hear each other during the meeting.
- d. A director participating in a meeting through in-person attendance or other alternative means of communication shall be considered present in person at the meeting.

Section 3.14. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or all committee members, as the case may be, and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specified prior or subsequent effective date. A consent signed as described in this Section shall have the effect of a meeting vote and may be described as such in any document.

Section 3.15. Powers. The Board of Directors shall have and exercise the following powers, among those otherwise permitted by law:

- a. To make, alter, amend, or repeal bylaws for the regulation and management of the affairs of the Corporation not inconsistent with the Act or with the Articles of Incorporation.
- b. To appoint agents and employees and to fix their compensation and the compensation of the officers of the Corporation.
- c. To execute instruments on behalf of the Corporation.
- d. To delegate one or more of the directors or to the agents and employees of the Corporation such powers and duties as it may deem proper.
- e. To make its own policies, rules, regulations, and procedures, not inconsistent with the Act, the Articles of Incorporation, and these Bylaws, as it may deem advisable for the management of the business and affairs of the Corporation.

The Board of Directors shall not have powers that are inconsistent with the Articles of Incorporation, these Bylaws, the Act, or any other applicable law.

Section 3.16. Vacancies. When a vacancy occurs on the Board of Directors for any reason other than the expiration of the director's term or an increase in the number of directors, the remaining directors shall, by majority vote, elect a director to serve the balance of the term vacated. Such elected director must be qualified to serve pursuant to Section 3.2. Such vacancy shall be filled by the Board of Directors within sixty (60) days from the date such vacancy occurs. When a vacancy occurs by reason of the expiration of a director's term or an increase in the number of directors, the vacancy shall be filled by majority vote of the members entitled to vote in the applicable district, pursuant to Section 3.5.

Section 3.17. Removal of Board Members by Members and Resignations.

a. Any member may bring charges against a board member relating to the duties and responsibilities of his or her position by filing with the secretary such charges in writing together with a petition signed by either ten (10) percent or two hundred (200), whichever is the lesser, of the members within the charged board member's district and such charges may request the removal of such board member by reason thereof. The Board of Directors shall call a special meeting of the members of the charged board member's district, by giving notice of such special meeting in accordance with Section 2.10, which shall be held no later than forty-five (45) days after the petition is filed with the secretary of the Corporation. Such board member shall be informed in writing of the charges at least ten (10) days after the petition is filed with the secretary of the Corporation. The charged board member shall have an opportunity at the special meeting to be heard in person or by counsel and to present evidence in respect to the charges; and the person or persons bringing the charges against him shall have the same opportunity. The question of the removal of such board member shall be considered and voted upon at the special meeting of the members of that district. No director shall be removed from office by the members unless there is a quorum of twenty (20) percent of the members of the charged board member's district and by a vote of two-thirds (2/3) of the members present from the charged board member's district. Any vacancy created by such removal shall be filled by vote of the Board of Directors as described in Section 3.16.

b. A director may resign at any time by written notice delivered to the Board of Directors, the Chairman or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a future date not more than sixty (60) days from the date of the written notice. The pending vacancy may be filled before the effective date but the successor shall not take office until the effective date.

Section 3.18. Ethics. As a trustee on behalf of the membership, a director should avoid even the appearance of using his position for his or her personal gain or for the benefit of any third parties.

ARTICLE 4
BOARD OFFICERS

Section 4.1. In General. The officers of this Corporation shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and such other officers as the Board of Directors may otherwise elect. The offices of Secretary and Treasurer may be held by the same person. Each officer shall be elected by the Board of Directors at the annual meeting of the directors, or as soon thereafter as may be convenient. Each officer shall serve for one (1) year and until the officer's successor is elected and qualified. The Chairman and the Vice-Chairman shall be elected from members of the Board of Directors. Any officer may be removed by the Board of Directors at any time, with or without cause. Any vacancy occurring in any office shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 4.2. Charges Against Officers. Any member of the Corporation may bring charges against an officer by filing with the Secretary such charges in writing together with a

petition signed by either five percent (5%) or two hundred (200), whichever is the lesser of all the members, may request the removal of such officer. The officer against whom such charges have been brought shall be informed in writing of the charges at least ten (10) days prior to the meeting of the Board of Directors at which the charges are to be considered. The officer shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence with respect to the charges; and the person or persons bringing the charges against him shall have the same opportunity. The Board of Directors shall call a special meeting to hear such charges and presentation of evidence, and shall vote on whether the officer charged shall be removed.

Section 4.3. Chairman. The Chairman shall:

- a. preside at all meetings of the members and at all meetings of the Board of Directors of the Corporation;
- b. be responsible for implementation of policies established by the Board of Directors;
- c. sign any deeds, mortgages, deeds of trust, bonds, contracts, or other instruments on behalf of the Corporation authorized by the Board of Directors to be executed except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Corporation, or shall be required by the Act to be otherwise signed and executed;
- d. serve as an ex-officio member of all committees;
- e. perform the duties incident to the office of Chairman of the Corporation and such other duties as the Board of Directors may prescribe; and
- f. hold the office of Chairman for no more than three (3) consecutive years.

Section 4.4. Vice Chairman. The Vice Chairman shall act in the place of the Chairman and be empowered to perform all acts that the Chairman is authorized to perform in the event of the Chairman's absence, inability, or refusal to act. In that event, the Vice Chairman shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall perform the duties usual to such position and such other duties as the Board of Directors or Chairman may prescribe.

Section 4.5. Secretary. The Secretary shall:

- a. be the custodian of all papers, books, records, and the seal of the Corporation, other than books of account and financial records;
- b. prepare, enter in the minute book, and distribute the minutes of all meetings of the members and of the Board of Directors;
- c. serve notices, conduct correspondence, and authenticate records of the Corporation as necessary;
- d. have charge of and keep up to date a list of the names and addresses of all members;
- e. keep on file at all times a complete copy of the Articles of Incorporation and the Bylaws of the Corporation containing all amendments thereto (which copy shall always be open to inspection by any member);

f. maintain a current list of members of the Board of Directors and their respective terms of office; and

g. perform the duties usual to such position and such other duties as the Board of Directors or Chairman may prescribe.

Section 4.6. Treasurer. The Treasurer shall:

a. prepare and maintain, or cause to be prepared and maintained, correct and complete records of account showing accurately the financial condition of the Corporation;

b. receive, account for, and place, or cause to be received, accounted for, or placed, in safekeeping as the Treasurer may from time to time prescribe, all notes, securities, and other assets coming into the possession of the Corporation;

c. furnish, or cause to be furnished, whenever requested by the Board of Directors or the Chairman, a statement of the financial condition of the Corporation;

d. serve as financial advisor to the Corporation's President-Chief Executive Officer; and

e. perform the duties usual to such position and such other duties as the Board of Directors or Chairman may prescribe.

f. the Treasurer shall have authority, with the approval of the Board, to delegate to the President/CEO the authority to appoint employees of the Corporation to actually and accurately carry out the responsibilities set forth in this section.

Section 4.7. Bonds of Officers. The Secretary, Treasurer, and any other officer or agent of the Corporation charged with responsibility for the custody of any of its funds or property shall be bonded in such sum and with such surety as the Board of Directors shall determine. The Board of Directors in its discretion may also require any other officer, agent, or employee of the Corporation to be bonded in such amount and with such surety as it shall determine.

Section 4.8. Compensation. The powers, duties, and compensation of officers and agents shall be fixed by the Board of Directors.

Section 4.9. Reports. The officers of the Corporation shall submit at each annual meeting of the members' reports covering the business of the Corporation for the previous fiscal year. Such reports shall set forth the condition of the Corporation at the close of such fiscal year.

Section 4.10. Other Officers. Each other officer of the Corporation shall perform such duties as the Board of Directors or Chairman may prescribe.

Section 4.11. Removal of Officers. Any officer (either Board or Operations Officer) may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby, subject to the rights, if any, of an officer under any contract of employment. Election or appointment shall not of itself create contract rights.

ARTICLE 5 OPERATIONS OFFICERS

Section 5.1. President-Chief Executive Officer. The President-Chief Executive Officer (sometimes "President") may be, but is not required to be, a member of the Corporation. The President shall, subject to the control of the Board, have general supervision, direction, and

control of the day-to-day business affairs of the Corporation. This officer shall have the general powers and duties of management usually vested in the office of President-Chief Executive Officer of a corporation and shall have such other powers and duties as may be prescribed by the Board or the Bylaws and shall perform such duties and shall exercise such authority as the Board may from time to time vest in him or her. The President-Chief Executive Officer shall report to and be held accountable by the Board of Directors.

Section 5.2. Vice-President. As necessary to help the President with the day-to-day operation of the Corporation, the President may appoint one or more Vice-Presidents, subject to the advice and confirmation of the Board of Directors. The duties of any Vice-President shall be to perform such acts and duties as may be prescribed by the Board of Directors or the President.

Section 5.3. Vice President-Chief Financial Officer. As necessary, the Vice President-Chief Financial Officer ("CFO") shall be appointed by the President, subject to advice and confirmation of the Board of Directors. The CFO shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The CFO shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The CFO shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the Chairman and Directors, whenever they request it, an account of all of the CFO's transactions and of the financial condition of the Corporation, and shall serve on the audit committee, and have other powers and perform such other duties as may be prescribed by the Board of Directors, the President, or the Bylaws.

ARTICLE 6 COMMITTEES

Section 6.1. Generally. The Chairman, with the approval of the Board of Directors or the Board of Directors, may establish committees and appoint members of the Board of Directors to serve on such committees to accomplish the goals and perform the programs of the Corporation. Such committees shall have such responsibilities and powers as the Chairman or the Board of Directors shall specify and shall be subject to the authority and supervision of the Board of Directors.

Section 6.2. Organization and Operation. Committees of the Corporation shall comprise not less than two (2) individuals, all of whom shall be members of the Board of Directors. Meetings of a committee shall be called by the Chairman of the committee or by a majority of the committee. Any expenditure of corporate funds by a committee shall be approved by the Board of Directors. Committee members shall serve for terms that expire with each annual meeting, unless longer terms are specified by the Board of Directors. Committee members may be removed by the Chairman, with or without cause.

ARTICLE 7 INDEMNIFICATION

Section 7.1. Indemnification by the Corporation. Every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit or proceeding.

- a. if such person is wholly successful with respect thereto or;
- b. if not wholly successful, then if such person is determined as provided in 7.3 to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), shall not create a presumption that a person did not meet the standards of conduct set forth in this Article 7.

Section 7.2. Definitions.

a. As used in this Article 7, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or her or his heirs or personal representatives) may become involved, as a party or otherwise:

1. by reason of her or his being or having been a director, officer, employee or agent of the Corporation or of any corporation where he or she served as such at the request of the Corporation; or
2. by reason of her or his acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation; or
3. by reason of any action taken or not taken by her or him in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

b. As used in this Article 7, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

c. As used in this Article 7, the term "wholly successful" shall mean:

1. termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against her or him;
2. approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or
3. the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 7.3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification:

a. if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors (such counsel or person or persons being hereinafter called the referee), shall deliver to

the Corporation a written finding that such person has met the standards of conduct set forth in the preceding 7.1; and

b. if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions, which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings, which are within the possession or control of the Corporation.

Section 7.4. Relationship to Other Rights. The right of indemnification provided in this Article 7 shall be in addition to any rights to which any person may otherwise be entitled.

Section 7.5. Extent of Indemnification. Irrespective of the provisions of this Article 7, the Board of Directors may, at any time and from time to time, approve indemnification of members, directors, officers, employees, agents, or other persons to the fullest extent permitted by the Act, any other applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 7.6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation, by action of the Board of Directors, prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7.7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article VII and insurance protecting the Corporation's directors, officers, employees, agents, or other persons.

ARTICLE 8 NONPROFIT ORGANIZATION

Section 8.1. Interest or Dividends on Capital Prohibited. The Corporation shall at all times be operated on a cooperative nonprofit basis for the mutual benefit of its members. No interest or dividend shall be paid or payable by the Corporation on any capital furnished by its members.

Section 8.2. Patronage Capital in Connection with Furnishing Telephone and Other Communication Services. In the furnishing of telephone and other communication services, the Corporation's operations shall be so conducted that all members will through their patronage furnish capital for the Corporation. In order to induce patronage and to assure that the Corporation will operate on a nonprofit basis, the Corporation is obligated to account on a patronage basis to all its members for all amounts received and receivable from the furnishing of telephone and other communication services in excess of operating costs and expenses properly chargeable against the furnishing of telephone and other communication services. All such amounts in excess of operating costs and expenses at the moment of receipt by the Corporation are received with the understanding that they are furnished by the members as capital. The Corporation is obligated to pay by credits to a capital account for each member all such amounts in excess of operating costs and expenses. The books and records of the Corporation shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each member is clearly reflected and credited in an appropriate record to the capital account of each member, and the Corporation shall within a reasonable time after the close of the fiscal year notify each member of the amount of capital so credited to his account. All such amounts credited to the capital account of any member shall have the same status as though they had been paid to the member in cash in pursuance of a legal obligation to do so and the member had then furnished the Corporation corresponding amount for capital.

All non-operating margins, except those derived from furnishing goods and services other than telephone and other communication services, shall, insofar as permitted by law, be used to offset any losses during the current or any prior fiscal year and to the extent not needed for that purpose either:

- a. Allocated to its patrons on a patronage basis and any amount so allocated shall be included as part of the capital to be allocated to the accounts of the various classes of patrons in an equitable manner as approved by the Board; or
- b. Used to establish and maintain a non-operating margin reserve not assignable to patrons prior to dissolution of the Corporation.

In the event of dissolution or liquidation of the Corporation, after all outstanding indebtedness of the Corporation shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of members. If, at any time prior to the dissolution or liquidation, the Board shall determine that the financial condition of the Corporation will not be impaired thereby, the capital then credited to the members' accounts, may be retired in full or in part. Any such retirement of capital shall be made in order of priority according to the year in which the capital was furnished and credited, the capital first received by the Corporation being first returned. In no event, however, may any such capital be retired unless, after the proposed retirement, the capital of the Corporation shall equal at least forty percent (40%) of the total assets of the Corporation.

Capital credited to the account of each member shall be assignable only on the books of the Corporation, pursuant to written instruction from such member and only to successors in interest or successors in occupancy in all or a part of such member's premises served by the Corporation unless the Board of Directors, acting under policies of general application, shall determine otherwise.

Notwithstanding any other provision of these Bylaws, the Board of Directors, at its discretion, shall have the power at any time upon the death of any member, if the legal representatives of his estate shall request in writing that the capital credited to any such member be retired prior to the time such capital would otherwise be retired under the provision of these Bylaws, to retire capital credited to any such member immediately upon such terms and conditions as the board, acting under policies of general application, and the legal representatives of such member's estate shall agree upon; provided, however, that the financial condition of the Corporation will not be impaired thereby.

The members of the Corporation, by dealing with the Corporation, acknowledge that the terms and provisions of the Articles of Incorporation and Bylaws shall constitute and be a contract between the Corporation and each member, and both the Corporation and the members are bound by such contract, as fully as though each member had individually signed a separate instrument containing such terms and provisions. The provisions of this Article of the Bylaws shall be called to the attention of each member of the Corporation by posting in a conspicuous place in the Corporation's office.

ARTICLE 9
DISTRIBUTION OF ASSETS

Distribution of the Corporation's assets shall be prohibited except where authorized under Indiana Code §§ 8-1-17 and 23-17-21, as amended, provided that any distribution made under Indiana Code §23-17-21 is not inconsistent with the provisions of Indiana Code § 8-17-17.

ARTICLE 10
DISPOSITION OF PROPERTY

The Corporation may not sell, lease, exchange, mortgage, pledge, or otherwise sell all or substantially all of its property, merge the Corporation with another, sell the entire Corporation or transfer or sell substantially all the membership shares, unless the disposition of property shall be authorized by:

a. A resolution approving and recommending such disposition of property to the members of the Corporation which was duly adopted at a meeting of the Corporation's Board of Directors. This Board of Director's meeting will require (i) a quorum of one hundred (100) percent of the members of the Board of Directors, and (ii) an unanimous approval of such resolution.

b. The recommendation of the Board of Directors, which was duly adopted at a meeting of the members of the Corporation. The members' meeting will require (i) a quorum of not less than three-fourths (3/4) of all members of the Corporation, and (ii) an affirmative vote of not less than three-fourths (3/4) of the members present.

ARTICLE 11
SEAL

The corporate seal of the Corporation shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "SEAL" and "INDIANA".

ARTICLE 12
CONTRACTS, CHECKS, LOANS, DEPOSITS, AND GIFTS

Section 12.1. Contracts. The Board of Directors may authorize one (1) or more officers or agents of the Corporation to enter into any contract or to execute or to deliver any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors or by these Bylaws, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 12.2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as these Bylaws or the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 12.3. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances. Any such loan or evidence of indebtedness shall be signed by such person or persons as these Bylaws designate or the Board of Directors may from time to time designate by resolution.

Section 12.4. Deposits. All funds of the Corporation shall be deposited to its credit in such bank, banks, or other depositories as the Board of Directors may designate. Such designation may be general or confined to specific instances.

Section 12.5. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest, device, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

ARTICLE 13 UNCLAIMED FUNDS OF MEMBER

Section 13.1. Forfeiture. The Corporation shall recover any capital credits, patronage refunds, utility deposits, membership fees, account balances, or book equity which remain unclaimed for a period of two (2) years following the attempted payment by the Corporation to a member or former member.

Section 13.2. Disposition of Forfeited Funds. All forfeited funds shall, in the discretion of the Board of Directors, be credited and administered in accordance with one of the following two alternatives:

a. To the Education and Community Involvement and Development Account established pursuant to Section 13.3, or, in the event the Board of Directors in its discretion determines this account is adequately endowed.

b. To Retained Capital as an unallocated reserve to be used at such time and for such purposes as the Board of Directors shall determine.

Section 13.3. Education and Community Involvement and Development Account. Any forfeited amounts that the Board of Directors decides to allocate to the Education and Community Involvement and Development Account shall be held and administered by the Board of Directors in this separate unallocated account and shall be applied by the Board of Directors to further education and/or economic development in the Corporation's service area.

Section 13.4. Notice of Forfeiture. Prior to the forfeiture of unclaimed funds, the Corporation shall give public notice in a newspaper of general circulation published in each of the counties in which the Corporation provides service, of the name of each member entitled to claim the funds, and that if not claimed at the office of the Corporation within thirty (30) days of the notice, the funds shall be forfeited to the Corporation.

ARTICLE 14 MISCELLANEOUS

Section 14.1. Membership in Other Organizations. The Corporation may become a member or purchase stock in other profit or nonprofit organizations, association, partnerships, or joint ventures when the Board of Directors finds that the general or long-term interests of its membership will be served by such investments or participation.

Section 14.2. Ownership of Other Corporations. The elected Board of Directors, or any part thereof, shall also serve as the Board of Directors for any other wholly owned corporation owned or acquired by the Corporation in the future.

Section 14.3 Accounting System and Reports. The Board of Directors shall cause to be established and maintained a complete accounting system which, among other things, and subject to applicable laws, rules, and regulations of any regulatory body, shall conform to such accounting system as may from time to time be designated by the Administrator of the Rural Electrification Administration of the United States of America. The Board of Directors shall also cause to be made by a certified public accountant a full and complete annual audit of the accounts, books, and financial condition of the Corporation. The results of such audit shall be reported to the members at the next following annual meeting.

Section 14.4. Rules and Regulations. The Board of Directors shall have power to make and adopt such rules and regulations, not inconsistent with law, the Articles of Incorporation, or these Bylaws, as it may deem advisable for the management of the business and the affairs of the Corporation.

Section 14.5. Capital Credits Held by Members Indebted to the Corporation. Any indebtedness owed by a member to the Corporation and not paid within sixty (60) days may offset by the Corporation against a member's capital credits.

Section 14.6. Early Refund of Member Capital Credits. Notwithstanding any other provision contained in these Bylaws, and after giving effect to an appropriate discount as determined by the Board of Directors in its sole discretion, the Board of Directors may, but need not, redeem the capital credits of certain members under the following circumstances:

- a. A member ceases to be a member, or,
- b. A member ceases to be a member and is indebted to the Corporation, or,
- c. A member dies.

A capital credit redemption under subparagraph b of this Section may only be to the extent of the member's indebtedness. The refund may only be applied to the member's account in satisfaction of the member's indebtedness.

Any amounts refunded under paragraphs a and c of this Section shall require the written request of a member who so qualifies. (In the case of a Deceased Member (a) the legal representative of the estate of the Deceased Member or Deceased Joint Member (including the devisees or heirs of the Deceased Member or Deceased Joint Member).

ARTICLE 15 AMENDMENTS

These Bylaws may be altered, amended, or repealed by the Board of Directors at any meeting; provided, however, that due notice is given of any proposed alteration, amendment, or repeal shall have been mailed (via regular mail or electronically) to all the directors at three (3) consecutive regular meeting times prior to the regular meeting at which action is to be taken thereon. However, the Board of Directors shall not have the power to amend Article 2.13; Article 8; Article 10; or Article 15, which provisions may be altered, amended or repealed only after the alteration, amendment or repeal shall be authorized by:

a. A resolution approving the alteration, amendment or repeal and recommendation to the members was duly adopted at a meeting of the Corporation's Board of Directors which there was (i) a quorum of one hundred percent (100%) of the members of the Board of Directors, and (ii) an unanimous approval of such resolution; and

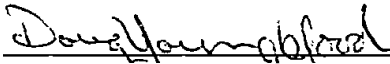
b. Such recommendation of the Board of Directors was duly adopted at a meeting of the members of the Corporation at which (i) members received written notice, at least thirty (30) days prior to the meeting, stating which article of the bylaws is on the agenda to be altered, amended or repealed, (ii) a quorum of not less than two percent (2%) of the members are present, and (iii) an affirmative vote by three-fourths (3/4) of the members present.

The foregoing is a true copy of the Bylaws of the Clay County Rural Telephone Cooperative, Inc., as adopted by the Members on April 7, 2018 and supersedes all Bylaws and Amendments previously adopted by it.



Pamela Kivett, Chairman

Attest:



Douglas Youngblood, Secretary

STATEMENT OF NONDISCRIMINATION

In accordance with Federal civil rights law and U.S. Department of Agriculture (USDA) civil rights regulations and policies, Clay County Rural Telephone Cooperative, Inc. d/b/a Endeavor Communications is prohibited from discriminating on the basis of race, color, national origin, religion, sex, gender identity (including gender expression), sexual orientation, disability, age, marital status, family/parental status, income derived from public assistance program, political beliefs, or reprisal or retaliation for prior civil rights activity, in any program or activity conducted or funded by USDA (not all bases apply to all programs). Remedies and complaint filing deadlines vary by program or incident. The person responsible for coordinating this organization's nondiscrimination compliance efforts is Darin LaCoursiere, President/CEO.

Persons with disabilities who require alternative means of communication for program information (e.g., Braille, large print, audiotope, American Sign Language, etc.) should contract the responsible Agency or USDA's TARGET Center at (202) 720-2600 (voice and TTY) or contact USDA through the Federal Relay Service at (800) 877-8339. Additionally, program information may be made available in language other than English.

To file a program discrimination complaint, complete the USDA Program Discrimination Complaint Form, AD-3027, found online at http://ascr.usda.gov/complaint_filing_cust.html and at any USDA office or write a letter addressed to USDA and provide in the letter all of the information requested in the form. To request a copy of the complaint form, call (866) 632-9992. Submit your completed form or letter to USDA by:

- 1) Mail: U.S. Department of Agriculture
Office of the Assistant Secretary for Civil Rights
1400 Independence Avenue, SW
Washington, D.C. 20250-9410
- 2) Fax: (202) 690-7442; or
- 3) Email: program.intake@usda.gov

This organization is an equal opportunity employer and provider.